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OF COUNSEL  
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RECORDATION NO. 27952 FILED

JUN 01 '09 -8 0 0 AM

SURFACE TRANSPORTATION BOARD

June 1, 2009

Anne K. Quinlan, Esquire  
Acting Secretary  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423-0001

Re: ICX 1395-002

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease (ICX No. 1395-002), dated as of March 31, 2009, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: ICX Corporation  
71 S. Wacker Drive, 28<sup>th</sup> Floor  
Chicago, IL 60606

Lessee: BNSF Railway Company  
2500 Lou Menk Drive  
Fort Worth, TX 76131

Anne K. Quinlan, Esquire  
June 1, 2009  
Page 2

A description of the railroad equipment covered by the enclosed document is:

14 pieces of maintenance of way equipment: 4 Nordco, LS, Grabber Claw Spike Pullers, S/Ns 330662-04, 330663-04, 330660-04 and 330661-04; 3 Nordco, CX-GN, Auto Spikers with Nipper, Auto Gager & Bulk Spike, S/Ns 410558-04, 410559-04 and 410560-04; 5 Nordco, CX-N, Auto Spikers with Nipper & Bulk Spike S/Ns 410565-04, 410564-04, 410561-04, 410562-04 and 410563-04; and 2 Kershaw, 46-2, Ballast Regulators, S/Ns 46-506-04 and 46-507-04.

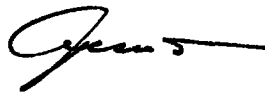
A short summary of the document to appear in the index is:

Memorandum of Lease (ICX No. 1395-002).

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/sem  
Enclosures

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MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

(ICX - No. 1395)

This Memorandum of Lease is entered into as of March 31, 2009, by and between ICX Corporation, an Ohio corporation having its principal place of business at 71 S. Wacker Drive, 28<sup>th</sup> Floor, Chicago, IL 60606 ("Lessor") and BNSF Railway Company, a Delaware corporation having its principal place of business at 2650 Lou Menk Drive, Fort Worth, TX 76131 ("Lessee").

Lessor and Lessee have entered into Master Lease Agreement No. 1395, effective April 20, 2004 (as amended, supplemented or otherwise modified from time to time, the "Master Lease"). Pursuant to the Master Lease, Lessor and Lessee may enter into one or more Equipment Schedules from time to time that are identified as being pursuant to the Master Lease and incorporate by reference the terms and conditions of the Master Lease (each, as amended, supplemented or otherwise modified from time to time, an "Equipment Schedule").

Lessor and Lessee have entered into the Equipment Schedule described on the attached Exhibit A, which is incorporated herein by this reference, pursuant to which Lessor will lease the property described on Exhibit A (the "Equipment") to Lessee for the initial term described on Exhibit A.

IN WITNESS WHEREOF, the parties have executed this Memorandum of Lease as of the day and year first written above.

ICX CORPORATION, Lessor

By Michael O'Malley

Name \_\_\_\_\_

Title Michael O'Malley  
Senior Vice President

BNSF RAILWAY COMPANY, Lessee

By L. Steven Vollmer

Name \_\_\_\_\_

Title L. Steven Vollmer  
General Director - Finance

State of IL )  
County of Cook ) ss:

BEFORE ME, a Notary Public in and for said County and State, personally appeared ICX Corporation, an Ohio corporation (the "Corporation"), by Michael O'Malley, its SVP, who acknowledged that he signed the foregoing Memorandum of Lease and that the same is his free act and deed, individually and as an officer of the Corporation, and the free act and deed of the Corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at Chicago, Illinois, this 31 day of March, 2009.



Sarah Sanchez  
Notary Public

State of Texas )  
 ) ss:  
County of Tarrant )

BEFORE ME, a Notary Public in and for said County and State, personally appeared BNSF Railway Company, a Delaware corporation (the "Corporation"), by L. Steven Vollmer, its General Director - Finance, who acknowledged that he signed the foregoing Memorandum of Lease and that the same is his free act and deed, individually and as an officer of the Corporation, and the free act and deed of the Corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at Fort Worth, Texas, this 30 day of March, 2009.



Beth K. Ventimiglia  
Notary Public

**EXHIBIT A**  
to  
**MEMORANDUM OF LEASE**

1. **Equipment Schedule:** Equipment Schedule No. 002.
2. **Initial Term:** The Initial Term of Equipment Schedule No. 002 is 84 months commencing as of June 1, 2004.
3. **Equipment:** The Equipment covered by Equipment Schedule No. 002 consists of the following described property together with all additions, attachments, accessories and accessions thereto, whether or not furnished by the supplier of the Equipment, any and all substitutions, replacements or exchanges therefor and any and all proceeds (including insurance proceeds) of the foregoing:

Qty	Mfg	Model	Description	Serial Number	BNSF #
1	Nordco	LS	Grabber Claw Spike Puller	330662-04	X4700417
1	Nordco	LS	Grabber Claw Spike Puller	330663-04	X4700418
1	Nordco	LS	Grabber Claw Spike Puller	330660-04	X4700415
1	Nordco	LS	Grabber Claw Spike Puller	330661-04	X4700416
1	Nordco	CX-GN	Auto Spiker with Nipper, Auto Gager & Bulk Spike	410558-04	X4400348
1	Nordco	CX-GN	Auto Spiker with Nipper, Auto Gager & Bulk Spike	410559-04	X4400349
1	Nordco	CX-GN	Auto Spiker with Nipper, Auto Gager & Bulk Spike	410560-04	X4400350
1	Nordco	CX-N	Auto Spiker with Nipper & Bulk Spike	410565-04	X4400355
1	Nordco	CX-N	Auto Spiker with Nipper & Bulk Spike	410564-04	X4400354
1	Nordco	CX-N	Auto Spiker with Nipper & Bulk Spike	410561-04	X4400351
1	Nordco	CX-N	Auto Spiker with Nipper & Bulk Spike	410562-04	X4400352
1	Nordco	CX-N	Auto Spiker with Nipper & Bulk Spike	410563-04	X4400353
1	Kershaw	46-2	Ballast Regulator	46-506-04	X0600416
1	Kershaw	46-2	Ballast Regulator	46-507-04	X0600417

**CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: \_\_\_\_\_

6/1/09



\_\_\_\_\_  
Robert W. Alvord